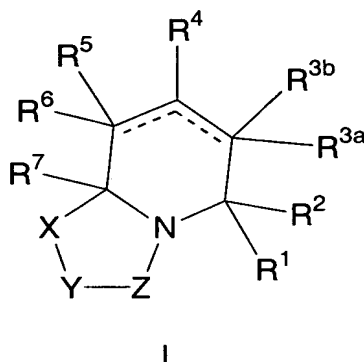


**In the claims:**

1. (Original) A compound of Formula I:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

n is 0 or 1;

r is 0 or 1;

s is 0 or 1;

u is 2, 3, 4 or 5;

v is 1, 2 or 3;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

X is selected from:  $-(CR^8R^8)_v-$ ,  $-SO_2-$ ,  $-SO-$  and  $-C(=O)-$ ;

Y is selected from: O,  $N(R^c)$ , S,  $-C(=O)-$ ,  $-CR^8R^8-$ ,  $-N(R^c)C(=O)-$  and  $-N(R^c)CR^8R^8-$ ; or

X and Y are combined to form  $-C(R^8)=C(R^8)-$ ;

Z is selected from:  $-C(=O)-$ ,  $-C(=S)-$ ,  $-SO_2-$ ,  $-SO-$  and  $-C(R^8)(R^9)-$ ; or

Y and Z are combined to form  $-N=C(R^8)-$ ;

R<sup>1</sup> and R<sup>4</sup> are independently selected from:

- 1) aryl,
- 2) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 3) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>2</sup>, R<sup>3a</sup>, R<sup>3b</sup>, R<sup>5</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) aryl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 6) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 7) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 8) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>10</sup>; or

R<sup>3a</sup> and R<sup>3b</sup> or R<sup>5</sup> and R<sup>6</sup> attached to the same carbon atom are combined to form -(CH<sub>2</sub>)<sub>u</sub>- wherein one of the carbon atoms is optionally replaced by a moiety selected from O, S(O)<sub>m</sub>, -N(R<sup>a</sup>)C(O)-, -N(R<sup>b</sup>)- and -N(COR<sup>a</sup>)-;

R<sup>8</sup> and R<sup>9</sup> is independently selected from:

- 1) H,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 6) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 7) CO<sub>2</sub>H,
- 8) halo,

- 9) CN,
- 10) OH,
- 11)  $O_bC_1-C_6$  perfluoroalkyl,
- 12)  $O_a(C=O)_bNR^{12}R^{13}$ ,
- 13)  $S(O)_mR^a$ ,
- 14)  $S(O)_2NR^{12}R^{13}$ ,
- 15) CHO,
- 16)  $(N=O)R^{12}R^{13}$ , and
- 17)  $(C=O)_aO_bC_3-C_8$  cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from  $R^{11}$ ;

$R^{10}$  is independently selected from:

- 1)  $(C=O)_aO_bC_1-C_{10}$  alkyl,
- 2)  $(C=O)_aO_b$ aryl,
- 3)  $C_2-C_{10}$  alkenyl,
- 4)  $C_2-C_{10}$  alkynyl,
- 5)  $(C=O)_aO_b$  heterocyclyl,
- 6)  $CO_2H$ ,
- 7) halo,
- 8) CN,
- 9) OH,
- 10)  $O_bC_1-C_6$  perfluoroalkyl,
- 11)  $O_a(C=O)_bNR^{12}R^{13}$ ,
- 12)  $S(O)_mR^a$ ,
- 13)  $S(O)_2NR^{12}R^{13}$ ,
- 14) oxo,
- 15) CHO,
- 16)  $(N=O)R^{12}R^{13}$ ,
- 17)  $(C=O)_aO_bC_3-C_8$  cycloalkyl, and
- 18)  $-OPO(OH)_2$ ;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from  $R^{11}$ ;

$R^{11}$  is selected from:

- 1)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_1\text{-C}_{10})\text{alkyl}$ ,
- 2)  $\text{O}_r(\text{C}_1\text{-C}_3)\text{perfluoroalkyl}$ ,
- 3)  $(\text{C}_0\text{-C}_6)\text{alkylene-S(O)}_m\text{R}^a$ ,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_2\text{-C}_{10})\text{alkenyl}$ ,
- 9)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_2\text{-C}_{10})\text{alkynyl}$ ,
- 10)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$ ,
- 11)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$ ,
- 12)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$ ,
- 13)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$ ,
- 14)  $\text{C(O)R}^a$ ,
- 15)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$ ,
- 16)  $\text{C(O)H}$ ,
- 17)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$ ,
- 18)  $\text{C(O)N(R}^b)_2$ ,
- 19)  $\text{S(O)}_m\text{R}^a$ ,
- 20)  $\text{S(O)}_2\text{N(R}^b)_2$  and
- 21)  $-\text{OPO(OH)}_2$ ;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from  $\text{R}^b$ , OH,  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ , halogen,  $\text{CO}_2\text{H}$ , CN,  $\text{O}(\text{C}=\text{O})\text{C}_1\text{-C}_6\text{ alkyl}$ , oxo, and  $\text{N(R}^b)_2$ ;

$\text{R}^{12}$  and  $\text{R}^{13}$  are independently selected from:

- 1) H,
- 2)  $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}\text{ alkyl}$ ,
- 3)  $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8\text{ cycloalkyl}$ ,
- 4)  $(\text{C}=\text{O})\text{O}_b\text{aryl}$ ,
- 5)  $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$ ,
- 6)  $\text{C}_1\text{-C}_{10}\text{ alkyl}$ ,
- 7) aryl,
- 8)  $\text{C}_2\text{-C}_{10}\text{ alkenyl}$ ,

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- 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) heterocyclyl,
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12) SO<sub>2</sub>R<sup>a</sup>, and
- 13) (C=O)NR<sup>b</sup><sub>2</sub>,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>11</sup>, or

R<sup>12</sup> and R<sup>13</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R<sup>11</sup>;

R<sup>14</sup> is independently selected from:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 6) CO<sub>2</sub>H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 11) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>,
- 12) S(O)<sub>m</sub>R<sup>a</sup>,
- 13) S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R<sup>12</sup>R<sup>13</sup>,
- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 18) -OPO(OH)<sub>2</sub>;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>11</sup>;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one to three substituents selected from R<sup>14</sup>;

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>, optionally substituted with one to three substituents selected from R<sup>14</sup>;

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, optionally substituted with one, two or three substituents selected from R<sup>10</sup>, or

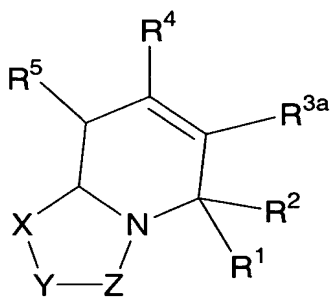
R<sup>c</sup> and R<sup>c'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>d</sup> and R<sup>d'</sup> are independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy and NR<sup>b</sup><sub>2</sub>, or

R<sup>d</sup> and R<sup>d'</sup> can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR<sup>e</sup>, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>; and

R<sup>e</sup> is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl.

2. (Original) The compound according to Claim 1 of the Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

- a is 0 or 1;  
 b is 0 or 1;  
 m is 0, 1, or 2;  
 n is 0 or 1;  
 r is 0 or 1;  
 s is 0 or 1;

X is selected from -CH<sub>2</sub>- and -CH<sub>2</sub>CH<sub>2</sub>-;

Y is selected from: O, N(R<sup>c</sup>), S, -C(=O)-, -CH(R<sup>8</sup>)-, -N(R<sup>c</sup>)C(=O)- and -N(R<sup>c</sup>)CH(R<sup>8</sup>)-;

Z is selected from: -C(=O)-, -C(=S)-, -SO<sub>2</sub>- and -C(R<sup>8</sup>)(R<sup>9</sup>)-,

R<sup>1</sup> and R<sup>4</sup> are independently selected from:

- 1) aryl,
- 2) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 3) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>2</sup> is selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) aryl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 6) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 7) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 8) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>3a</sup> and R<sup>5</sup> are independently selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 4) C<sub>1</sub>-C<sub>6</sub> aralkyl,

said alkyl and aralkyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>8</sup> and R<sup>9</sup> is independently selected from:

- 1) H,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 4) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 5) CO<sub>2</sub>H,
- 6) halo,
- 7) CN,
- 8) OH,
- 9) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 10) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>, and
- 11) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,



said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>11</sup>;

R<sup>10</sup> is independently selected from:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 6) CO<sub>2</sub>H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 11) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>,
- 12) S(O)<sub>m</sub>R<sup>a</sup>,
- 13) S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R<sup>12</sup>R<sup>13</sup>,
- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 18) -OPO(OH)<sub>2</sub>;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>11</sup> is selected from:

- 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C<sub>2</sub>-C<sub>10</sub>)alkenyl,
- 8) (C<sub>2</sub>-C<sub>10</sub>)alkynyl,
- 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,

- 10)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$ ,
- 11)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$ ,
- 12)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$ ,
- 13)  $\text{C(O)R}^a$ ,
- 14)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$ ,
- 15)  $\text{C(O)H}$ ,
- 16)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$ , and
- 17)  $\text{C(O)N(R}^b)_2$ ,
- 18)  $\text{S(O)}_m\text{R}^a$ ,
- 19)  $\text{S(O)}_2\text{N(R}^b)_2$ ; and
- 20)  $-\text{OPO(OH)}_2$ ;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from  $\text{R}^b$ , OH,  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ , halogen,  $\text{CO}_2\text{H}$ , CN,  $\text{O(C=O)C}_1\text{-C}_6$  alkyl, oxo, and  $\text{N(R}^b)_2$ ;

$\text{R}^{12}$  and  $\text{R}^{13}$  are independently selected from:

- 1) H,
- 2)  $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$  alkyl,
- 3)  $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$  cycloalkyl,
- 4)  $(\text{C}=\text{O})\text{O}_b\text{aryl}$ ,
- 5)  $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$ ,
- 6)  $\text{C}_1\text{-C}_{10}$  alkyl,
- 7) aryl,
- 8)  $\text{C}_2\text{-C}_{10}$  alkenyl,
- 9)  $\text{C}_2\text{-C}_{10}$  alkynyl,
- 10) heterocyclyl,
- 11)  $\text{C}_3\text{-C}_8$  cycloalkyl,
- 12)  $\text{SO}_2\text{R}^a$ , and
- 13)  $(\text{C}=\text{O})\text{NR}^b_2$ ,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from  $\text{R}^{11}$ , or

$\text{R}^{12}$  and  $\text{R}^{13}$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing,

in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl;

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl; or

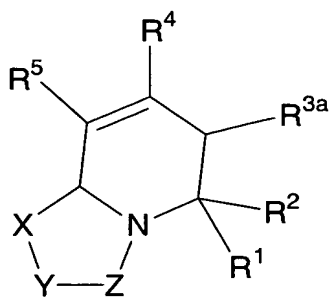
R<sup>c</sup> and R<sup>c'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>d</sup> and R<sup>d'</sup> are independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy and NR<sup>b</sup><sub>2</sub>, or

R<sup>d</sup> and R<sup>d'</sup> can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR<sup>e</sup>, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>; and

R<sup>e</sup> is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl.

3. (Original) The compound according to Claim 2 of Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

- a is 0 or 1;
- b is 0 or 1;
- m is 0, 1, or 2;
- n is 0 or 1;
- r is 0 or 1;
- s is 0 or 1;

X is selected from  $-\text{CH}_2-$  and  $-\text{CH}_2\text{CH}_2-$ ;

Y is selected from: O,  $\text{N}(\text{R}^c)$ , S,  $-\text{C}(=\text{O})-$ ,  $-\text{CH}(\text{R}^8)-$ ,  $-\text{N}(\text{R}^c)\text{C}(=\text{O})-$  and  $-\text{N}(\text{R}^c)\text{CH}(\text{R}^8)-$ ;

Z is selected from:  $-\text{C}(=\text{O})-$ ,  $-\text{C}(=\text{S})-$ ,  $-\text{SO}_2-$  and  $-\text{C}(\text{R}^8)(\text{R}^9)-$ ,

$\text{R}^1$  and  $\text{R}^4$  are independently selected from:

- 1) aryl,
- 2)  $\text{C}_1$ - $\text{C}_6$  aralkyl,
- 3)  $\text{C}_3$ - $\text{C}_8$  cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from  $\text{R}^{10}$ ;

R<sup>2</sup> is selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) aryl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 8) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 9) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 8) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>3a</sup> and R<sup>5</sup> are independently selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 4) C<sub>1</sub>-C<sub>6</sub> aralkyl,

said alkyl and aralkyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>8</sup> and R<sup>9</sup> is independently selected from:

- 1) H,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 4) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 5) CO<sub>2</sub>H,
- 6) halo,
- 7) CN,
- 8) OH,
- 9) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 10) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>, and
- 11) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,

said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>11</sup>;

R<sup>10</sup> is independently selected from:

- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 18) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 19) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 20) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 21) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 22) CO<sub>2</sub>H,
- 23) halo,
- 24) CN,
- 25) OH,
- 26) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 27) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>,
- 28) S(O)<sub>m</sub>R<sup>a</sup>,
- 29) S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>,
- 30) oxo,
- 31) CHO,
- 32) (N=O)R<sup>12</sup>R<sup>13</sup>,
- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 18) -OPO(OH)<sub>2</sub>;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>11</sup> is selected from:

- 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C<sub>2</sub>-C<sub>10</sub>)alkenyl,
- 8) (C<sub>2</sub>-C<sub>10</sub>)alkynyl,
- 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,

- 10)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$ ,
- 11)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$ ,
- 12)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$ ,
- 13)  $\text{C(O)R}^a$ ,
- 14)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$ ,
- 15)  $\text{C(O)H}$ ,
- 16)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$ , and
- 17)  $\text{C(O)N(R}^b)_2$ ,
- 18)  $\text{S(O)}_m\text{R}^a$ ,
- 19)  $\text{S(O)}_2\text{N(R}^b)_2$ ; and
- 20)  $-\text{OPO(OH)}_2$ ;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from  $\text{R}^b$ , OH,  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ , halogen,  $\text{CO}_2\text{H}$ , CN,  $\text{O(C=O)C}_1\text{-C}_6$  alkyl, oxo, and  $\text{N(R}^b)_2$ ;

$\text{R}^{12}$  and  $\text{R}^{13}$  are independently selected from:

- 1) H,
- 2)  $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$  alkyl,
- 3)  $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$  cycloalkyl,
- 4)  $(\text{C}=\text{O})\text{O}_b\text{aryl}$ ,
- 5)  $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$ ,
- 6)  $\text{C}_1\text{-C}_{10}$  alkyl,
- 7) aryl,
- 8)  $\text{C}_2\text{-C}_{10}$  alkenyl,
- 9)  $\text{C}_2\text{-C}_{10}$  alkynyl,
- 10) heterocyclyl,
- 11)  $\text{C}_3\text{-C}_8$  cycloalkyl,
- 12)  $\text{SO}_2\text{R}^a$ , and
- 13)  $(\text{C}=\text{O})\text{NR}^b_2$ ,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from  $\text{R}^{11}$ , or

$\text{R}^{12}$  and  $\text{R}^{13}$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing,

in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl;

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl; or

R<sup>c</sup> and R<sup>c'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

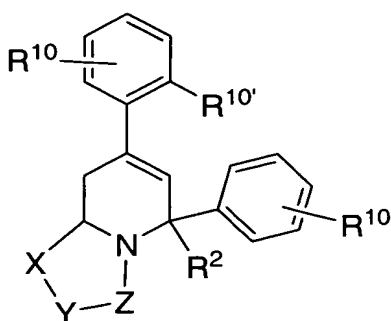
R<sup>d</sup> and R<sup>d'</sup> are independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy and NR<sup>b</sup><sub>2</sub>, or

R<sup>d</sup> and R<sup>d'</sup> can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR<sup>e</sup>, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>; and

R<sup>e</sup> is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl.

4. (Original) The compound according to Claim 3 of the Formula IV,





IV

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

X is selected from  $-\text{CH}_2-$  and  $-\text{CH}_2\text{CH}_2-$ ;

Y is selected from: O,  $\text{N}(\text{R}^c)$  and  $-\text{CH}(\text{R}^8)-$ ;

Z is selected from:  $-\text{C}(=\text{O})-$ ,  $-\text{C}(=\text{S})-$ ,  $-\text{SO}_2-$  and  $-\text{C}(\text{R}^8)(\text{R}^9)-$ ,

$\text{R}^1$  is selected from:

- 1) aryl,
- 2)  $\text{C}_1$ - $\text{C}_6$  aralkyl,
- 3)  $\text{C}_3$ - $\text{C}_8$  cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from  $\text{R}^{10}$ ;

$\text{R}^2$  is selected from:

- 1) H,
- 2)  $\text{C}_1$ - $\text{C}_{10}$  alkyl,

- 3) aryl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 6) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 7) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 8) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>8</sup> and R<sup>9</sup> is independently selected from:

- 1) H,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) CO<sub>2</sub>H,
- 4) halo,
- 5) OH,
- 6) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>, and
- 7) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,

said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>11</sup>;

R<sup>10</sup> is independently selected from:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,
- 6) CO<sub>2</sub>H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 11) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>,
- 12) S(O)<sub>m</sub>R<sup>a</sup>,
- 13) S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>,

- 14) oxo,
- 15) CHO,
- 16) (N=O)R<sup>12</sup>R<sup>13</sup>,
- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 18) -OPO(OH)<sub>2</sub>;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>10'</sup> is halogen;

R<sup>11</sup> is selected from:

- 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C<sub>2</sub>-C<sub>10</sub>)alkenyl,
- 8) (C<sub>2</sub>-C<sub>10</sub>)alkynyl,
- 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,
- 10) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-aryl,
- 11) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-heterocyclyl,
- 12) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-N(R<sup>b</sup>)<sub>2</sub>,
- 13) C(O)R<sup>a</sup>,
- 14) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>R<sup>a</sup>,
- 15) C(O)H,
- 16) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H, and
- 17) C(O)N(R<sup>b</sup>)<sub>2</sub>,
- 18) S(O)<sub>m</sub>R<sup>a</sup>,
- 19) S(O)<sub>2</sub>N(R<sup>b</sup>)<sub>2</sub>; and
- 20) -OPO(OH)<sub>2</sub>;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and N(R<sup>b</sup>)<sub>2</sub>;

R<sup>12</sup> and R<sup>13</sup> are independently selected from:

- 1) H,
- 2) (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4) (C=O)O<sub>b</sub>aryl,
- 5) (C=O)O<sub>b</sub>heterocyclyl,
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 7) aryl,
- 8) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) heterocyclyl,
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12) SO<sub>2</sub>R<sup>a</sup>, and
- 13) (C=O)NR<sup>b</sup><sub>2</sub>,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R<sup>11</sup>, or

R<sup>12</sup> and R<sup>13</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl;

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl; or

R<sup>c</sup> and R<sup>c'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing,

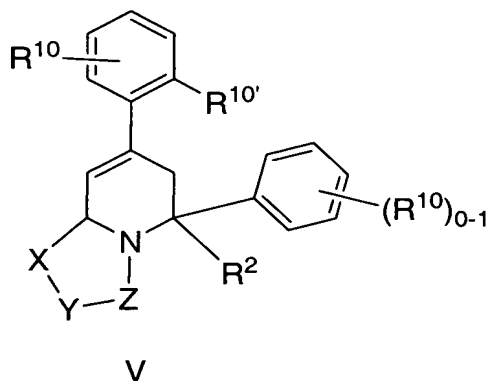
in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>d</sup> and R<sup>d'</sup> are independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy and NR<sup>b</sup><sub>2</sub>, or

R<sup>d</sup> and R<sup>d'</sup> can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR<sup>e</sup>, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>; and

R<sup>e</sup> is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl.

5. (Original) The compound according to Claim 4 of the Formula V,



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

- a is 0 or 1;  
 b is 0 or 1;  
 m is 0, 1, or 2;  
 r is 0 or 1;  
 s is 0 or 1;

X is selected from -CH<sub>2</sub>- and -CH<sub>2</sub>CH<sub>2</sub>-;

Y is selected from: O, N(R<sup>c</sup>) and -CH(R<sup>8</sup>)-;

Z is selected from: -C(=O)-, -C(=S)-, -SO<sub>2</sub>- and -C(R<sup>8</sup>)(R<sup>9</sup>)-,

R<sup>2</sup> is selected from:

- 2) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) aryl,
- 4) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,
- 11) C<sub>1</sub>-C<sub>6</sub> aralkyl,
- 12) C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 13) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;

R<sup>8</sup> and R<sup>9</sup> is independently selected from:

- 1) H,
- 2) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) CO<sub>2</sub>H,
- 4) halo,
- 5) OH,
- 6) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>, and
- 7) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,

said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>11</sup>;

R<sup>10</sup> is independently selected from:

- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 18) (C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 19) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 20) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 21) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,

- 22)  $\text{CO}_2\text{H}$ ,
- 23) halo,
- 24)  $\text{CN}$ ,
- 25)  $\text{OH}$ ,
- 26)  $\text{O}_b\text{C}_1\text{-C}_6$  perfluoroalkyl,
- 27)  $\text{O}_a(\text{C}=\text{O})_b\text{NR}^{12}\text{R}^{13}$ ,
- 28)  $\text{S}(\text{O})_m\text{R}^a$ ,
- 29)  $\text{S}(\text{O})_2\text{NR}^{12}\text{R}^{13}$ ,
- 30) oxo,
- 31)  $\text{CHO}$ ,
- 32)  $(\text{N}=\text{O})\text{R}^{12}\text{R}^{13}$ ,
- 17)  $(\text{C}=\text{O})_a\text{O}_b\text{C}_3\text{-C}_8$  cycloalkyl, and
- 19)  $-\text{OPO}(\text{OH})_2$ ;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from  $\text{R}^{11}$ ;

$\text{R}^{10'}$  is halogen;

$\text{R}^{11}$  is selected from:

- 1)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_1\text{-C}_{10})\text{alkyl}$ ,
- 2)  $\text{O}_r(\text{C}_1\text{-C}_3)\text{perfluoroalkyl}$ ,
- 3) oxo,
- 4)  $\text{OH}$ ,
- 5) halo,
- 6)  $\text{CN}$ ,
- 7)  $(\text{C}_2\text{-C}_{10})\text{alkenyl}$ ,
- 8)  $(\text{C}_2\text{-C}_{10})\text{alkynyl}$ ,
- 9)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$ ,
- 10)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$ ,
- 11)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$ ,
- 12)  $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N}(\text{R}^b)_2$ ,
- 13)  $\text{C}(\text{O})\text{R}^a$ ,
- 14)  $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$ ,
- 15)  $\text{C}(\text{O})\text{H}$ ,

- 16) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H, and
- 17) C(O)N(R<sup>b</sup>)<sub>2</sub>,
- 18) S(O)<sub>m</sub>R<sup>a</sup>,
- 19) S(O)<sub>2</sub>N(R<sup>b</sup>)<sub>2</sub>; and
- 20) -OPO(OH)<sub>2</sub>;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and N(R<sup>b</sup>)<sub>2</sub>;

R<sup>12</sup> and R<sup>13</sup> are independently selected from:

- 1) H,
- 2) (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4) (C=O)O<sub>b</sub>aryl,
- 5) (C=O)O<sub>b</sub>heterocyclyl,
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 7) aryl,
- 8) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) heterocyclyl,
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12) SO<sub>2</sub>R<sup>a</sup>, and
- 13) (C=O)NR<sup>b</sup><sub>2</sub>,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R<sup>11</sup>, or

R<sup>12</sup> and R<sup>13</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl;



R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl; or

R<sup>c</sup> and R<sup>c'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;

R<sup>d</sup> and R<sup>d'</sup> are independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy and NR<sup>b</sup><sub>2</sub>, or

R<sup>d</sup> and R<sup>d'</sup> can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NRE, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>; and

R<sup>e</sup> is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl.

6. (Original) A compound selected from:

(-)-(5*S*,8*aR*)-7-(2,5-difluorophenyl)-5-phenyl-1,5,8,8a-tetrahydroindolizin-3(2*H*)-one and

(+)-(5*S*,8*aR*)-7-(2,5-difluorophenyl)-5-phenyl-1,5,6,8a-tetrahydroindolizin-3(2*H*)-one

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

8. (Original) A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

9. (Original) A method of treating cancer or preventing cancer in accordance with Claim 8 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

10. (Original) A method of treating or preventing cancer in accordance with Claim 8 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

11. (Canceled)

12. (Canceled)

13. (Canceled)

14. (Canceled)

15. (Canceled)

16. (Canceled)

17. (Canceled)

18. (Canceled)

19. (Canceled)

20. (Original) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

21. (Original) A method of treating or preventing cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic/cytostatic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) PPAR- $\gamma$  agonists,
- 12) PPAR- $\delta$  agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

22. (Original) A method of treating cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic/cytostatic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,

- 10) an angiogenesis inhibitor,
- 11) PPAR- $\gamma$  agonists,
- 12) PPAR- $\delta$  agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

23. (Original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

24. (Canceled)

25. (Canceled)

26. (Canceled)

27. (Original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a proteasome inhibitor.

28. (Original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an aurora kinase inhibitor.

29. (Canceled)

30. (Original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a serine/threonine kinase inhibitor.

31. (Original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an inhibitor of a mitotic kinesin that is not KSP.

32. (Original) A method of modulating mitotic spindle formation which comprises administering a therapeutically effective amount of a compound of Claim 1.

33. (Original) A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1.